SEC 1972 (6/99) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden
hours per response...1

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



FORM D

SEC USE ONLY Prefix Serial

DATE RECEIVED



NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

[] Amendment

PROCESSED
APR 22 2003

Epic Industries, Inc. Regulation D Filing

Type of Filing: [X] New Filing

THOMSON FINANCIAL

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

	[X] Rule 504	[] Rule 505	[] Rule 506	[] Section 4(6)	
Filing Under (Check box(es) that apply):					

A. BASIC IDENTIFICATION DATA
Enter the information requested about the issuer
Epic Industries, Inc.
Name of Issuer (check if this is an amendment and name has changed, and indiciate change.)
1316 East 610 North, Provo, UT 84606
Address of Executive Offices (Number and Street, City, State, Zip Code)
(801) 375-2816
Telephone Number (Including Area Code)
1316 East 610 North, Provo, UT 84606
Address of Principal Business Operations (Number and Street, City, State, Zip Code)
Same as above
Telephone Number (Including Area Code) (if different from Executive Offices)
Epic Industries, Inc. develops and markets all-natural fluoride free dental care products. These products currently include toothpaste, oral rinse, gum and mints.
Brief Description of Business
Type of Business Organization
[X] corporation [] limited partnership, already formed [] other (please specify): [] business trust [] limited partnership, to be formed
Month Year
Actual or Estimated Date of Incorporation or Organization: [0]3] [0]3] [X] Actual [] Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada: FN for other foreign jurisdiction) [U] [T]

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[X] Promoter [X	Beneficial Owner	[X] Executive Officer	[X] Director [] General and/o Managing Partner
Bailey, Donald					
Full Name (Last nam	e first, if individua	1)			
1316 East 610 North	, Provo, UT 84606	3			
Business or Resider	oce Address (Num	ber and Street	, City, State, Zip Code)	
Check Box(es) that Apply:	[X] Promoter [] Beneficial Owner	[] Executive Officer	[X] Director [] General and/o Managing Partner
Kehl, Brandon					
Full Name (Last nam	ne first, if individua	1)			
2428 Field Rose Drive,	Salt Lake, UT 8412	1			
Business or Resider	nce Address (Num	ber and Street	, City, State, Zip Code)	
Check Box(es) that Apply:	[X] Promoter [] Beneficial Owner	[] Executive Officer	[X] Director [General and/o Managing Partner
Bailey, Karen					
Full Name (Last nam	ne first, if individua	l)			Andrew Control of the
673 Ridgewood Circ	le, Farmington, Uī	84025			
Business or Resider	nce Address (Num	ber and Street	t, City, State, Zip Code	9)	

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam	e first, if individua	1)			
Business or Residen	ice Address (Num	ber and Street	i, City, State, Zip Code	:)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [] General and/or Managing Partner
Full Name (Last nam	e first, if individua	1)			
Business or Residen Check Box(es) that Apply:			t, City, State, Zip Code [] Executive Officer	···	General and/or Managing Partner
Full Name (Last nam	ne first, if individua	1)			
Business or Resider	nce Address (Num	ber and Stree	t, City, State, Zip Code	e)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director] General and/o Managing Partner
Full Name (Last nam	ne first, if individua	ıl)			and the second s
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4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the		
estimate.		_
Transfer Agent's Fees		0
Printing and Engraving Costs		
Legal Fees		1,500
Accounting Fees		0
Engineering Fees		0
Sales Commissions (specify finders' fees separately) Other Expenses (identify)	[]\$	35,000
Total	[X] \$_	37,000
b. Enter the difference between the aggregate offering price given in response to Par Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."		313,000
set forth in response to Part C - Question 4.0 above.	Payments to	Payments To
	Officers,	Payments To Others
	Directors, & Affiliates	Others
Salaries and fees		[]
	\$	\$
Purchase of real estate	[]	[]
T WOULD OF TOOL OOK OF THE TOOL OF THE TOO	\$	\$
Purchase, rental or leasing and installation of machinery	[]	[X]
and equipment	\$	\$_10,000
Construction or leasing of plant buildings and facilities		[]
Control of Carrier Sand Carrier Carrie	\$	\$
Acquisition of other businesses (including the value of		[]
securities involved in this offering that may be used in	\$	\$
exchange for the assets or securities of another issuer	·	·
pursuant to a merger)		
Repayment of indebtedness	[]	[]
	\$	\$
Working capital		[X]
	\$	\$_213,000
Other (specify):Marketing Expenses		[X]
	\$	\$_90,000_
	[]	
	\$	\$
Column Totals	[]	[X]
	\$	\$_313,000
Total Payments Listed (column totals added)	[X] \$_3	13,000

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Signature

Epic Industries, Inc.

Name of Signer (Print or Type)

Donald Bailey

Signature

Ask: 14, 203

Title of Signer (Print or Type)

President

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions Yes No of such rule?

Date

APRIL 19, 200 3

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)

Signature

Epic Industries, Inc.

Name of Signer (Print or Type)

Donald Bailey

Title (Print or President

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2	3	4	5
				Disqualification
ļ	ludan d da sall	Type of security		under State ULOE
	Intend to sell to non-accredited	and aggregate offering price	Type of investor and	(if yes, attach explanation of
1	investors in State	offered in state	amount purchased in State	waiver granted)
1	(Part B-Item 1)	(Part C-Item 1)	(Part C-Item 2)	(Part E-Item 1)
State		,	Number of Amount Number of Amou	7
			Accredited Non-Accredited	
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